

Rec No 11125-A

Interstate Commerce Commission
Washington, D.C.

RECORDATION NO. 11125-A
Filed 1428

No 0-331A067

Date NOV 26 1980

Fee \$ 10.00

ICC Washington, D. C.

NOV 26 2 04 PM '80
FILE BRANCH

Gentlemen: NOV 26 1980 -2 10 PM

Enclosed for recording under the provisions of 49 U.S.C. §11303 are the original and 6 counterparts of a First Lease Supplement dated April 9, 1980, supplementing and amending the Equipment Lease dated as of November 21, 1979, filed with the Interstate Commerce Commission on November 30, 1979 as document #11125.

A general description of the railroad rolling stock covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: St. Louis Union Trust Company,
not individually but solely
as Trustee under F.I. Trust No. 9
510 Locust Street
St. Louis, Missouri 63101

Lessee: Farmland Industries, Inc.
3315 North Oak Trafficway
Kansas City, Missouri 64116

The undersigned is the Lessor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and 6 copies of the First Lease Supplement to J. Richard Fisher, Jr., Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Dated: November 17, 1980

Very truly yours,

ST. LOUIS UNION TRUST COMPANY,
not individually but solely as
Trustee under F.I. Trust No. 9

By H. E. Bradford
Its Vice President
LESSOR AS AFORESAID

Enclosures

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment:	Marine Industrie Limitee
Description and Mark and Number of Items of Equipment:	100 100-Ton Covered Hopper Cars, Marked and Numbered: FLIX 2600 to FLIX 2699

SCHEDULE A

Interstate Commerce Commission
Washington, D.C. 20423

11/26/80

OFFICE OF THE SECRETARY

J. Richard Fisher, Jr. Esq.
Chapman and Cutler
111 West Monroe Street
Chicago, Illinois 60603

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **11/26/80** at **2:10pm**, and assigned re-
recording number(s). **11125-A**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

LEASE SUPPLEMENT

NOV 26 1980 -2 10 PM

INTERSTATE COMMERCE COMMISSION

This LEASE SUPPLEMENT dated April 9, 1980 is between ST. LOUIS UNION TRUST COMPANY, a Missouri corporation, not individually but solely as a trustee (the "Lessor") under a Trust Agreement dated as of November 21, 1979 with First National Bank in St. Louis, a national banking association (the "Trustor"), and FARMLAND INDUSTRIES, INC., a Kansas corporation (the "Lessee").

WHEREAS, the Lessor and the Lessee have entered into a certain Equipment Lease dated as of November 21, 1979 (the "Lease", the defined terms therein being used herein with the same meanings), which Lease provides in Section 2.6 thereof for the execution of a Lease Supplement substantially in the form hereof for the purpose of confirming the Interim Rental, Fixed Rentals, Casualty Values and Obsolescence Termination Values for the Equipment; and

WHEREAS, the Lease provides for the lease by the Lessor to the Lessee of the Items of Equipment described in Schedule A hereto; and

WHEREAS, the Lessor has delivered to the Lessee a Certificate of Supplemental Cost (the "Certificate of Supplemental Cost") setting forth for each Item of Equipment the (v) Purchase Price, (w) Acquisition Costs, (x) Transaction Costs, (y) Lessor's Cost and (z) Disbursement Date thereof;

NOW, THEREFORE, in order to establish the Interim Rental, Fixed Rentals, Casualty Values and Obsolescence Termination Values of the Equipment, the parties hereto agree as follows:

1. The Disbursement Date for and the Lessor's Cost of each Item of Equipment (and the portion of such Lessor's Cost which is attributable to the Purchase Price, Transaction Costs and Acquisition Costs) are as indicated in the Certificate of Supplemental Cost, a copy of which is attached hereto as Exhibit 1.

2. The Interim Rental payable under Section 2.1(a) of the Lease with respect to all Items of Equipment on the Term Lease Commencement Date shall be \$80,756.20 which is, with respect to each Item of Equipment, the product of .022872% of Lessor's Cost of such Item multiplied by the number of days from the Disbursement Date with respect to such Item to but not including the Term Lease Commencement Date.

3. The amount of Fixed Rental payable on the first Fixed Rental payment date and each Fixed Rental payment date thereafter shall be 2.058487% of the Lessor's Cost of all Items of Equipment from time to time subject to the Lease.

4. The schedules of Casualty Values and Obsolescence Termination Values attached as Schedule C and Schedule D, respectively, to the Lease are hereby confirmed and approved.

5. All of the provisions of the Lease are hereby incorporated by reference in this Lease Supplement, on and as of the date hereof, to the same extent as if fully set forth herein.

6. This Lease Supplement is being delivered in the State of Missouri and shall in all respects be governed by, and construed in accordance with, the laws of the State of Missouri; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Supplement to be executed by their respective officers thereunder duly authorized and the corporate seals to be hereto affixed as of the day and year first above written.

ST. LOUIS UNION TRUST COMPANY,
not individually but solely as
Trustee under F.I. Trust No. 9

By *W. E. Bradford*
Its *Vice President*

(CORPORATE SEAL)

ATTEST:

Hubert

FARMLAND INDUSTRIES, INC.

By *R. W. Ferguson*
Its

(CORPORATE SEAL)

ATTEST:

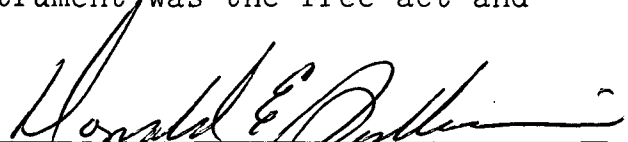
My. M. G. L...
ASSISTANT Secretary

STATE OF MISSOURI)
City) SS
COUNTY OF ST. LOUIS)

On this 14 day of April, 1980, before me personally appeared H. E. BRADFORD, to me personally known, who being by me duly sworn, says that he is the Vice President of ST. LOUIS UNION TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

My commission expires:


Notary Public

DONALD E. SULLIVAN
NOTARY PUBLIC — STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES JAN. 13, 1984

STATE OF MISSOURI)
) SS
COUNTY OF CLAY)

On this 11th day of August, 1980, before me personally appeared R. W. FERGUSON, to me personally known, who being by me duly sworn, says that he is the Assistant Treasurer of FARMLAND INDUSTRIES, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

My commission expires:


Notary Public

DONALD G. ROSE
Notary Public - State of Missouri
Commissioned in Clay County
My Commission Expires April 3, 1982



CERTIFICATE OF SUPPLEMENTAL COST

This CERTIFICATE OF SUPPLEMENTAL COST, dated as of April 9, 1980, is delivered by ST. LOUIS UNION TRUST COMPANY, a Missouri corporation, not individually but solely as a trustee (the "Lessor") under a Trust Agreement dated as of November 21, 1979 with First National Bank in St. Louis, a national banking association (the "Trustor"), and FIRST NATIONAL BANK IN ST. LOUIS, to FARMLAND INDUSTRIES, INC., a Kansas corporation (the "Lessee") pursuant to Section 2.6 of a certain Equipment Lease dated as of November 21, 1979 (the "Lease", the defined terms therein being used herein with the same meanings), which provides for the delivery to the Lessee of a Certificate of Supplemental Cost substantially in the form hereof for the purpose of confirming the Interim Rental, Fixed Rentals, Casualty Values and Obsolescence Termination Values for the Equipment.

The Lessor hereby certifies that:

1. The total Acquisition Costs and Transaction Costs of the Equipment were \$6519.53 and \$20,546.00, respectively;

2. The Disbursement Date and each component of Lessor's Cost of each Item of Equipment is as set forth in Schedule A hereto.

The Trustor hereby certifies that in order to cause its net after-tax return on investment and annual cash flows which it would have realized if all of the assumptions utilized by the Trustor in originally evaluating the transaction and determining the Fixed Rental set forth in Section 2.1(b) of the Lease had occurred, (a) the Interim Rental Factor set forth in Section 2.1(a) is to be increased to .022872%, (b) the Fixed Rental factor set forth in Section 2.1(b) of the Lease is to be increased to 2.058487%, and (c) the Schedules of Casualty Values and Obsolescence Termination Values attached as Schedule C and Schedule D, respectively, to the Lease shall remain unchanged. Such amounts do not reflect an adjustment needed to comply with paragraphs (1) and (6) of Section 4 of Revenue Procedure 75-21 and are sufficient to discharge that portion of the principal of and/or interest on the Notes due and payable on the Term Lease Commencement Date (after giving effect to the payment of Fixed Rental on such date) and on each Fixed Rental payment date under the Lease.

IN WITNESS WHEREOF, each of St. Louis Union Trust Company and First National Bank in St. Louis has caused this Certificate of Supplemental Cost to be executed by a duly authorized officer.

ST. LOUIS UNION TRUST COMPANY,
not individually but solely as
Trustee under F.I. Trust No. 9

Dated: April 14, 1980

By *NE Bradford*
Its Vice President

FIRST NATIONAL BANK IN ST. LOUIS

Dated: April 14, 1980

By *MR. Short*
Its Commercial Banking Officer

SCHEDULE A
TO
CERTIFICATE OF SUPPLEMENTAL COST

COVERED HOPPER CARS LEASED TO FARMLAND INDUSTRIES, INC.
BY ST. LOUIS UNION TRUST COMPANY
AS TRUSTEE UNDER F.I. TRUST NO. 9

<u>Car Number</u>	<u>Disbursement Date</u>	<u>Purchase Price</u>	<u>Acquisition Costs</u>	<u>Transaction Costs</u>	<u>Lessor's Cost</u>
FLIX <u>2600-2699</u>	12/7/79 and 12/10/79	\$ 5,016,931.11	\$ 6,519.53	\$ 20,546.00	\$ 5,043,966.64
TOTAL		\$ <u>5,016,931.11</u>	\$ <u>6,519.53</u>	\$ <u>20,546.00</u>	\$ <u>5,043,996.64</u>